

misrepresentations, lies, etc., are a problem and on this basis he has to stress that he cannot deal with the uncertainty that all of the misrepresentations potentially represent.

Dr. Fisher then stated that he has an enormous problem with the misrepresentations in the fact that Micheal Parker does not presume to consider them of such importance.

Jack Linton then made the statement that the Board has to be careful about the projections that the Corporation gets out of bankruptcy with. If these projections don't work out, then the Corporation will find itself back in the bankruptcy situation. Jack Linton then stated that it is a serious problem to have the misrepresentation of officers and the request for payment of their time as expenses for professional fees.

With regard to the Scott contract, Micheal Parker stated that he feels that he has not been treated fairly with regard to his contract. He stated that it has been renegotiated at various times throughout its term. It was then acknowledged by the Board that the contract with Rev. Scott was to provide that he would only have to stay on the air as long as Micheal Parker was kept as manager of the station. This would have provided Rev. Scott with the ability to terminate the contract in the event that Micheal Parker was no longer serving as manager of the station.

Jack Linton posed the question "What do we do from this point onward?" Dr. Clymer then stated that some things that Micheal Parker has been doing have been good for the station,

but something must be done to deal on an ongoing basis with the loss of integrity issue. Dr. Clymer stated that they need to have someone running the station on a day to day basis. Dr. Clymer presented the question to Micheal Parker of how to deal with the issue of loss of integrity. Micheal Parker mentioned that his father had always told him that it takes eight positives to remove a negative. Mike stated that he would go on a per diem basis for the expenses of Partel, Inc. and that he would "zero the playing field", with all amounts for expenses that are now due Partel, Inc. being eliminated. Moving forward he will keep an itemized record of personal and Partel telephone calls. The condo expenses will be kept a close watch on as well.

Dr. Clymer then stated that whoever does the deal to get the Corporation out of bankruptcy, they will only do it if they have confidence in who is managing the station.

Dr. Aurandt then reviewed all that Partel, Inc. would get if the Management Services Agreement were approved by the bankruptcy court, and then suggested that Micheal Parker and Partel, inc. be removed from the management of the Corporation and that he, Dr. Aurandt take over the management of the station. Dr. Clymer said that he would not approve of Dr. Aurandt running the station.

Jack Linton then mentioned that the Board must turn its focus back to the issue of trust. He then questioned Micheal Parker as to what he would now bring to the table that would impact the issue of trust.

Dr. Aurandt then stated again that he does not want Mike

Parker to run the station, although he would be willing to have Mike continue to help with the Corporation obtaining financing and getting out of bankruptcy.

Dr. Fisher then again stated that he has serious problems with the issue of trust and integrity.

Dr. Clymer then questioned Mike on how he would handle things moving forward. Micheal Parker stated that he is grooming George Matmiller to take over the roll of station *General* manager.

Handwritten: Partel, Inc. Management Services Agreement

Mike Parker then stated that the Stipulation with the bank holds together and ties in with the approval of Management Services Agreement. He stated that he has not lied intentionally. He then again reiterated that he would go on a per diem basis for expenses, with automobile and air fare being paid by the Corporation, the condo rent and furniture cost being paid by the Corporation and he will pay the telephone bills himself.

Dr. Clymer then suggested that the Board come up with one number that will be the cost per day that Partel, Inc. may incur for expenses.

Dr. Aurandt then made a motion to terminate the Partel, Inc. Management Services Agreement, and his motion was seconded by Jack Linton for purposes of discussion. Dr. Clymer then stated that it was his opinion that it would be a grave mistake to terminate the Management Services Agreement at this time.

Dr. Fisher stated that he does have some problem in terminating the Management Services Agreement without having,

something or someone in place with the ability to run the day to day operations of the station.

Jack Linton then made a motion to table the motion of Dr. Aurandt to terminate the Management Services Agreement, this motion was seconded by Dr. Clymer, a vote was then taken to determine those in favor of tabling the question, the vote had the following results:

Jack Linton in favor

Robert Clymer in favor

Edward Fischer in favor

Henry N. Aurandt against

Micheal Parker abstention

Micheal Parker then proposed that the Corporation transmit the stipulation for submission to the bankruptcy court and that executed copies of the Management Services Agreement be sent to bankruptcy counsel subject to the right of the Board to terminate the contract and request that bankruptcy counsel send the Agreements back to the Corporation and that they not be submitted to the bankruptcy court.

Dr. Aurandt then mentioned that the persons handling the bankruptcy matter for Meridian Bank would not be upset if the Management Services Agreement were terminated. It was then agreed by the Board that the persons to contact at Meridian Bank were Paul Cohn and Wayne Huey.

Step 4 Micheal Parker then discussed the analysis of the staff of the Corporation is that bringing back local news will not work. Dr. Aurandt then claimed that the local news was

always successful on a financial basis for the Corporation.

Micheal Parker then stated that Rev. Scott has not approved the contract in the form that it is currently in. It would currently provide Rev. Scott air time from 12:00 to 6:00 a.m. and 5:00 to 7:00 p.m., with an option for 10:00 p.m. to 6:00 a.m. He also mentioned that Home Shopping Network would increase its hourly rate from \$170.00 per hour to \$240.00 per hour if the Corporation moves the Tower site and gets access to the Philadelphia market. A detailed discussion was then held regarding the Rev. Scott contract vs. the potential increase in the Home Shopping Network rate. It was mentioned that the sources of revenue for the Corporation in the future are the Rev. Scott contract, Spots, Production and Home Shopping Network.

Upon motion of Jack Linton, seconded by Dr. Clymer and unanimously adopted, it was

RESOLVED, that Micheal Parker would go to meet with Rev. Scott in California and discuss the structure of the contract.

There then ensued a discussion of the real estate agreement for the Tower site and the current claims of the owner, Brenda Groff. Micheal Parker told the Board that Brenda Groff is saying that we must close with her in five days. He stated that he thought the Corporation had at least until May 28, 1990. Mike Parker then mentioned that the project will be in some violation regarding the FAA and that our permit with them is not in place.

Micheal Parker then stated that he believes that if Legg

Mason finds out about the internal struggle the Corporation is now engaged in, that the Corporation will lose them for purposes of providing a proposal for financing to take the Corporation out of bankruptcy.

Upon motion of Dr. Aurandt, seconded by Dr. Clymer and unanimously adopted, the meeting was adjourned.

Secretary

ATTACHMENT B

Letter, dated November 5, 1999,
from Harry F. Cole to James Shook

BECHTEL & COLE
CHARTERED
ATTORNEYS AT LAW
SUITE 250
1901 L STREET, N.W.
WASHINGTON, D.C. 20036
TELEPHONE (202) 833-4190

HARRY F. COLE

TELECOPIER
(202) 833-3084

INTERNET/E-MAIL
COESLAW@EROLS.COM

November 5, 1999

HAND DELIVERED

James Shook, Esquire
Enforcement Division
Mass Media Bureau
Federal Communications Commission
445 12th Street, N.W. - Room 3-A463
Washington, D.C. 20554

Dear Jim:

I believe that it might be helpful to you in the preparation of the Bureau's comments on Adams's motion to enlarge (relating to unauthorized transfer of control and misrepresentation) if you could have in front of you copies of the various RBI minutes which are mentioned in the motion. Accordingly, I am sending along to you with this letter copies of minutes of the following meetings, all of which are cited in Adams's motion:

August 1, 1989 Directors' Meeting
May 8, 1990 Directors' Meeting
October 30, 1991 Shareholders' Meeting
June 1, 1992 Directors' Meeting
August 7, 1992 Directors' Meeting (erroneously referred to in my motion as August 6, 1992)
February 1, 1994 Shareholders' Meeting

Also cited in the Adams motion were an August 1, 1989 Shareholders' Meeting and a September 13, 1989 Directors' Meeting. Thus far, RBI has produced only excerpts of each of these -- copies of the excerpts as produced are also enclosed. Minutes of the October 30, 1991 Directors' Meeting were also cited; however, RBI has not produced those minutes at all, so I have nothing to send you from them.

Please let me know if you have any questions about any of these items, or if there are additional materials which you think may be helpful to you.

Sincerely,


Harry F. Cole

ATTACHMENT C

Minutes of RBI Directors' Meeting
August 1, 1989

8/1/89

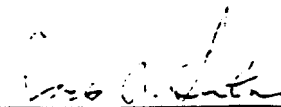
MINUTES OF MEETING
OF THE BOARD OF DIRECTORS
OF READING BROADCASTING, INC.

A special meeting of the Board of Directors of Reading Broadcasting, Inc. was held on August 1, 1989 at 10:30 p.m. at the registered office of the Corporation, 1729 North Eleventh Street, Reading, Berks County, Pennsylvania.

The meeting was called to order by the Chairman of the Board, Henry N. Aurandt, who welcomed the new Board of Directors which consisted of Jack A. Linton, Edward C. Fischer, M.D., Robert H. Clymer, Jr., M.D., Micheal Parker and Henry N. Aurandt, M.D. The single item of business was the election of the officers of the Corporation and the Board. The following officers of the Board and of the Corporation were unanimously nominated and elected by the Board: Henry N. Aurandt, M.D., Chairman of the Board and Chief Executive Officer, Micheal Parker, President and Chief Operating Officer, Jack A. Linton, Secretary of the Corporation and of the Board of Directors. The motion nominating and electing the aforementioned individuals was made by Edward C. Fischer, M.D., seconded by Robert H. Clymer, Jr., M.D. and unanimously approved.

The only other item on the Board agenda was to set the next Board meeting which was set for August 22, 1989 at 5:30 p.m. at the office of the Corporation.

THERE BEING NO FURTHER BUSINESS to come before the Board, this meeting, upon motion duly made, seconded and unanimously carried, was adjourned.


Secretary

ATTACHMENT D

Minutes of RBI Shareholders' Meeting
October 30, 1991

MINUTES OF THE SPECIAL
SHAREHOLDERS' MEETING OF READING
BROADCASTING, INC.

A Special Meeting of the Shareholders of Reading Broadcasting, Inc. was held on Wednesday, October 30, 1991 at 6:00 PM at the studio facility of the Corporation located at 1729 North Eleventh Street, Reading, Berks County, Pennsylvania.

Shareholders in attendance were:

Ben Bowers
Robert Clymer, M.D.
Irvin Cohen
David Hyman
Bert Morrow, M.D.
Micheal Parker
Sergio Prosipi, M.D.
Alison Rotenberg
Dr. Soudt
Joanne Verbinski
Mr. and Mrs. Wohlbruck

Representation by proxy:

Mr. Busby (Proxy to Mike Parker)
Dr. Denby (Proxy to Dr. Clymer)
Mr. Massey (Proxy to Mike Parker)
P. Pavloff (Proxy to Mike Parker)
S. Pavloff (Proxy to Mike Parker)
STV, Reading, Inc.--Class F--(Proxy to Mike Parker as
President of STV, Reading, Inc.)
Dr. Tieboni (Proxy to Dr. Clymer)

Representation of disputed claims and in opposition to the meeting:

Dr. and Mrs. Aurandt
Jack A. Linton, Esquire

Additional attendees:

Carolyn Hyman-Brooks, Esquire
Tony Destachio, Esquire
Linda Hendrickson--Partel, Inc. (Operations Manager)
Nelson Long, C.P.A. (Beard & Co.)
George Mattmiller--WTVE-TV 51 (Station Manager)
Reverend Frank McCracken
H. Marvin Mercer, III--Bankruptcy Attorney (Krusen, Evans & Byrne)
Raymond Schlagel, Esquire
Jeff Schulte--Schnader, Harrison, Segal & Lewis
Barbara Williamson--WTVE-TV 51 (Office Manager)

Micheal Parker called the meeting to order. He stated that as President of Partel, Inc., he has enough shares to legally call this meeting. He stated that a notice of the Special Shareholders meeting had been mailed to all Reading Broadcasting, Inc. Shareholders of record within a 5-day notice period.

Raymond Schlager announced that he is representing the present R.B.I. Board of Directors. He was asked to attend the meeting on Jack Linton's request.

Mr. Schlager asked what authorized this meeting to be called.

Mike Parker stated that he had tried to contact Jack Linton, but that Jack Linton was out of town.

Jack Linton stated that he had been involved in a client emergency whose business, the Golden Chopstick, had burned down. Jack Linton stated that this was in addition to being out of town to visit his daughter.

Mr. Schlager read from a notice (please see attached) stating that he, along with Jack Linton, and present Shareholders, is attending this meeting to object to any business that may be transacted.

Mr. Schlager referred to Section 1705 B of the Business Corporation Law of 1988 and Articles of the By-Laws.

His statement further objected to the convening of a meeting on the basis that there are no Shareholders. He stated that a new Board of Directors was elected on September 14, 1991, making the 4th Amended Plan of Modification null and void. Mr. Schlager stated that at the meeting on September 14, 1991 a new Board of Directors was elected, plus one additional seat. He stated that at this meeting, the termination of Partel, Inc.'s Management Services Agreement was agreed to, based on malfeasance by Mike Parker. Mr. Schlager stated that any attempt on Mike Parker's part to issue stock is null and void.

Mr. Schlager then questioned why Mr. Parker had initially wanted the Secretary of R.B.I. to call a Shareholders' meeting for November, 1991 and then to have called it for today, instead.

Mr. Schlager further stated that Partel, Inc.'s authority only applies to management, and that the authority of Partel, Inc. does not extend to the issuance of stock certificates. The corporate seal, which is affixed to the stock certificates, is the seal that is always held by Jack Linton. Additionally, Mr. Schlager stated that the certificates were allocated to sway the voters, by Partel, Inc. against the former corporation..

Mike Parker stated that the present duly constituted Board will act to--

Ben Bowers entered the meeting.

Mike Parker stated that this was a very "emotional" meeting. He spoke of two Boards of Directors, four members of which are the same. He stated that there was a meeting held on September 14, 1991, at which time a group elected Mrs. Aurandt to the Board.

Ben Bowers stated that this was not Mike Parker's "job", it was Mike Parker's "opinion". Ben Bowers stated that if Mike Parker was going to continue with the meeting, he requested that Mike Parker be specific about what his duties are.

Mike Parker discussed Exhibit B (please see attached). This entails an explanation of the validity of the shares issued. Mike Parker stated that the shares were issued in accordance with the Plan of Reorganization, with state law, and have been signed by all five Directors.

Dr. Clymer requested that Ben Bowers act in a "civil" way.

Mike Parker stated that he is "emotional" about trying to be fired in at the "eleventh hour". He stated that opinions of counsel are such and state laws are such that he will preside at the meeting as either President or Executive Vice President.

Mike Parker discussed the calling of this meeting. He spoke of trying to contact Jack Linton. Mike Parker stated that he stayed available by telephone in the event Jack Linton would call. Mike Parker stated that he told Jack Linton's secretary that if he didn't hear from Jack Linton by Friday, October 25, 1991, "all deals were off".

Mike Parker further stated that it is the opinion of bankruptcy counsel that this meeting was legally called.

Jack Linton stated that he and Mike Parker hadn't spoken. Jack Linton made reference to the September 14, 1991 meeting as it pertained to written notice. Jack Linton stated that he and Mike Parker had agreed to a meeting on November 12, 1991 in a letter dated October 21, 1991.

Jack Linton further stated that Mike Parker had said at a lunch meeting that "all deals were off", and that Mike Parker was going to issue the stock "regardless". Jack Linton stated that Mike Parker issued the stock. Jack Linton stated that Mike Parker then called to set up a Board of Directors meeting for 7:00 PM tonight.

Jack Linton then stated that Mike Parker said that he was going to call. However, Jack Linton stated that Thursday he was out of town, visiting his daughter in Virginia. Jack Linton stated that the Golden Chopsticks, a client's establishment, had also burned down during the week. Jack Linton stated that on Friday, October 25, 1991, Mike Parker had called his office and issued an ultimatum. Jack Linton stated that he didn't respond to ultimatums.

Mike Parker stated that the letter from the I.R.S. was delivered Monday. Mike Parker stated that he called Jack Linton Tuesday, and that he had called Jack Linton Wednesday. Mike Parker stated that he was told by the I.R.S. that if Dr. Aurandt--

Jack Linton stated that there is a meeting scheduled for tomorrow morning with the I.R.S., and that it's Dr. Aurandt's stock.

Marvin Mercer referred to Dr. Aurandt calling Barbara Williamson to tell her he was coming in for a check.

Ben Bowers asked who Marvin Mercer was.

(Mike Parker stated that Marvin Mercer is R.B.I.'s bankruptcy attorney.

Ben Bowers asked by whose authority.

It was stated that there was a belief that the Corporation's finances were "in peril".

Jack Linton questioned Mike Parker. He asked why Mike Parker couldn't have waited until November 12, 1991 to hold the meeting. Jack Linton asked why Mike Parker makes agreements and then doesn't go through with them.

Mike Parker read from the agenda (please see attached). He stated that the corporate By-Laws have been amended to state that the Chairman presides. The Shareholders may elect the Chairman.

Ben Bowers asked who was electing whom.

Dr. Clymer moved to second the motion.

Ben Bowers asked whether Dr. Clymer objected to the call of the meeting on September 14, 1991.

Jack Linton spoke of Dr. Clymer objected to the call of the meeting on September 14, 1991, but not objecting to the By-Laws.

Mr. Schlagel asked Dr. Clymer if his objection to the meeting of September 14, 1991 was not to the fact of the meeting, but an objection to what was to be acted on. Mr. Schlagel asked if Dr. Clymer's objection was the termination of the Partel, Inc. contract by the R.B.I. Board of Directors.

Dr. Clymer stated that there were two items involved, one of which was that he was travelling at the time. Dr. Clymer stated that it may have been "coincidental" that the meeting was called while he was out of town. Dr. Clymer stated that he had also learned from a friend about the letter which Dr. Aurandt had sent out to the Shareholders containing what he termed "charges" about Partel, Inc.'s management of R.B.I. On this basis, Dr. Clymer stated that he objected, as he was a Director. He also stated that the 5-day notice period could have been "a little longer".

Jack Linton stated that it was longer. Jack Linton stated that he had attempted to reach Dr. Clymer by telephone.

Dr. Clymer stated that he had called during the Shareholders Meeting on September 14, 1991 to enter his objection. He stated that he hadn't been a part of the meeting, by telephone or otherwise, after that.

Jack Linton stated that both he and Mike Parker had spoken on the telephone with Dr. Clymer at the meeting.

Ben Bowers questioned the validity of this meeting.

Mike Parker explained that there are two individual groups and two individuals who claim to be President. It is "appropriate" for the Shareholders to vote on this.

Mike Parker stated that there was a motion and second on the floor.

Ben Bowers stated that there was already a meeting held, a vote taken, minutes taken. Ben Bowers questioned why Mike Parker was "confused".

Jack Linton stated that there are those present who don't think this is a valid meeting. Jack Linton asked if there were enough Shareholders here.

Ben Bowers questioned how long the resolutions of this meeting would be in place, "forever", or "for tonight".

Jack Linton stated that the Amendment to the By-Laws would be in effect until another group of Shareholders "may or may not" amend them.

Mike Parker asked if there was any further discussion.

Ben Bowers stated that there was not.

Mike Parker stated that he represented a sufficient number of proxies.

Ben Bowers stated that Jack Linton had stated that he was not present.

Jack Linton stated to Mike Parker the need for a roll call.

Mike Parker conducted roll call (please see attached for listing in the event of any discrepancies):

Mr. Denby, represented by proxy to Dr. Clymer, 19,922 shares
Irvin Cohen, here, 12,607 shares, abstains
Dr. Longenecker, not here
Dr. Tietbohl, represented by proxy, not here
Mrs. Verbinski, here, 16,045 shares
Dr. Clymer, here, 5,943 shares, voting yes
Dr. Proserpi, here, 12,003 shares, abstains
Dr. Rotenberg, not here, 5,038 shares
Alison Rotenberg, here, voting yes
Mr. Mann, not here, 9,977 shares
Mr. Boscov, not here, 3,243 shares
Dr. Bower, not here, 8,014 shares
Dr. and Mrs. Fischer, not here, 12,121 shares
Mr. Gerber, not here, 3,423 shares
Dr. Stoudt, here, voting yes
Dr. Hyman, here, voting yes
Mrs. Davies, not here
G. Pavloff, not here
Mr. Bowers of STV, not here
Mr. Massey of STV, not here
Mr. Busby, voting yes by proxy to Mike Parker
Hollingsworth, Kasko, Muir, N. Norris, Paul Pavloff not here, voting yes by proxy to Mike Parker
Brueckman, STV, not here
J. Gallen, STV, not here
Kirkpatrick, STV, not here
McCallum, STV, not here
M. Muir, STV, not here
M. Norris, STV, not here
Palmer, STV, not here
S. Pavloff-Bull, STV, not here, voting yes by proxy to Mike Parker
Rodriguez, STV, not here
Wahlberg, here, voting yes
D. Gallen, STV, not here
STV Reading, Inc. represented by its President, Mike Parker, here, voting yes

Following the roll call, Jack Linton asked about the shares to the Gerber & Linton Pension Plan. He asked if there were any shares issued to this.

Mike Parker stated that there were no shares issued to the Gerber & Linton Pension Plan.

Jack Linton asked Alison Rotenberg about the shares issued for her children.

Alison Rotenberg stated that Jack Linton "may be right".

Jack Linton stated that he thought the shares were issued "wrongly", working off the "wrong list".

Dr. Clymer spoke of a previous meeting.

Jack Linton stated that he has brought this up before.

Mike Parker stated that there could be changes made, if anyone wanted.

Jack Linton stated they are locked up and that Mike Parker can't "just change" them.

Dr. Clymer stated that for a "long period of time", there were no minutes of Shareholders' meetings, no minutes of Board of Directors' meetings "long before" Mike Parker came. Dr. Clymer stated that in his estimation, if the records of the stock book are "like everything else", there are "errors" and things "left out".

Jack Linton stated that a stock book was kept for the original entry. He stated that the Shareholders couldn't be excluded from notice.

Dr. Clymer asked how Mike Parker got the list.

Jack Linton stated that it was intended for review by Dr. Aurandt and Mike Parker. Jack Linton stated that Dr. Aurandt and Mike Parker couldn't come to an agreement on it. Jack Linton stated that now he disagrees with it.

Mike Parker stated that any revisions necessary would be made to the shares issued.

Ben Bowers stated that Mike Parker "just issued the shares, and he didn't do it right".

Jack Linton asked if he could communicate the fact that Mike Parker was President of STV, Reading to the I.R.S.

Mike Parker stated that there were approximately 320,000 shares present. He stated that there was one no vote by Mr. Bowers.

Mike Parker ruled a quorum present for this meeting.

Mr. Schlagel asked to see the proxies (please see attached). He stated that he thinks the Secretary should see copies of the proxies.

Mike Parker stated it was time for the election of the Chairman.

Dr. Clymer nominated Mike Parker.

Ben Bowers nominated Ben Bowers.

Dr. Morrow seconded Mike Parker's nomination.

Mike Parker asked Shareholders to signify if they were in favor of electing Ben Bowers as Chairman.

Ben Bowers signified that he was voting yes in favor of Ben Bowers.

Mike Parker asked Shareholders to signify if they were in favor of electing Mike Parker as Chairman.

Mike Parker was elected Chairman of the meeting.

Mike Parker stated that the next motion to come--

Jack Linton stated that there was one point of order. Jack Linton stated that he is the Secretary of STV, Reading. He stated that Mike Parker never notified him about a meeting of STV, Reading. Jack Linton stated that this was a point of notice.

Mike Parker stated that under the laws of the State of Pennsylvania, the Board of Directors has a right to a Judge of the Election. Mike Parker stated that the Chairman can appoint a Judge of the Election. Mike Parker stated that he is appointing Carolyn Hyman-Brooks, the daughter of Dr. Hyman. Mike Parker stated that Carolyn Hyman-Brooks is an attorney. She will be acting in the capacity of Judge of this meeting.

Mike Parker stated that there are presently two Boards of Directors in place for R.B.I. He stated that the next order of business is to remove all existing Directors. Mike Parker stated that this "includes everyone". Mike Parker stated that he will then entertain nominations for a new Board of Directors. He stated that by removing all existing members of R.B.I. Boards of Directors, he will be doing away with cumulative voting.

Mr. Wohlbruck moves this.

Dr. Clymer seconds it.

Mike Parker asked if there was any discussion.

Ben Bowers asked how many positions there will be.

Mike Parker stated that there will be 5 positions.

Ben Bowers asked if it was open.

Mike Parker stated that if the motion passes, there will be 5 seats open.

A vote was taken.

All, except for Ben Bowers, were in favor. Ben Bowers represented 61,335 shares voting no.

Mike Parker declared that all seats on the R.B.I. Board of Directors was vacant.

Mike Parker called for the election of a new Board of Directors. He stated that there are 5 positions open. Mike Parker asked for nominations. He stated that following the nominations, he will make a presentation as to what he "has and has not done" while at R.B.I.

Mike Parker asked for nominations. Mike Parker stated that the nominations are open and that Mike Parker is nominating Dr. Clymer.

Mike Parker stated that Dr. Clymer is one of the original investors. He stated that Dr. Clymer was elected to the Board of Directors in August of 1939, and has served continuously, as well as serving as Chairman of the Finance Committee. Mike Parker spoke of Dr. Clymer's assistance in helping the Corporation get out of bankruptcy, including his work with Meridian Bank.

Mike Parker spoke of Dr. Clymer's willingness to say "no", and that Dr. Clymer is a "diligent" representative of the Shareholders' interests.

Mike Parker pointed out that Jack Linton and Dr. Aurandt also worked to get the Corporation out of bankruptcy. Mike Parker stated that the one individual who was there all the time was Dr. Clymer.

Mike Parker then nominated the Reverend Frank McCracken. Mike Parker stated that Reverend McCracken is highly involved with community affairs, with youth, as well as the local businesses. Mike Parker stated that Reverend McCracken is not a Shareholder of R.B.I.

Mike Parker then nominated Judge Mikki Rose. Mike Parker stated that Judge Rose is a Senior Judge of the Municipal Court of Philadelphia. Mike Parker stated that Judge Rose has assisted the Corporation by putting it in contact with Tall Tower Economics Group Co., Inc., as well as a potential investor, Network Communications, Inc.

Mike Parker then nominated Irvin Cohen. Mike Parker stated that Mr. Cohen has been asked by both groups to serve on their Board of Directors. Mike Parker stated that Mr. Cohen is "a gentleman, a man who likes to create calm rather than controversy". Mike Parker stated that Mr. Cohen, as President of Construction Fasteners, is a businessman involved in community affairs, and that his presence on the R.B.I. Board of Directors would "benefit" the Corporation.

Ben Bowers nominated Ben Bowers.

Mike Parker was nominated.

Mike Parker asked if there were any more nominations.

Ben Bowers nominated Marvin Mercer.

Marvin Mercer declined the nomination.

Mike Parker stated that the Chair was closed and moved to ballot. Mike Parker stated that there are ballots which have been prepared (please see attached) and began to distribute them.

Ben Bowers objected to the ballots being handed out.

Mike Parker conducted roll call (please see attached for listing in the event of any discrepancies):

Dr. Aurandt, Mrs. Aurandt, not here
Dr. Denby, not here, represented by proxy
Irvin Cohen, here
Dr. Longenecker, not here
Dr. Tietbohl, not here, represented by proxy
Joanne Verbinski, here
Dr. Clymer, here
Dr. Proserpi, here
Alison Rotenberg, here
Dr. Mann, not here
Dr. Bower, not here
Dr. Fischer, not here
Bernard Gerber, not here
Jack Linton, not here
Dr. Morrow, here, represented by proxy with Mrs. Morrow
Dr. Stoudt, here
Mrs. Hyman, here

Mrs. Davies, not here
G. Pavloff, not here
D. Bowers, not here
G. Busby, not here
Mr. Massey, not here, represented by proxy to Mike Parker

Other STV, Reading investors either absent or here by proxy to Mike Parker:

J. Gallen, not here
Mr. McCallum, not here
Mr. Muir, not here
M. Norris, not here
Mr. Palmer, not here
S. Pavloff-Bull, not here
Mr. Rodriguez, not here
Mr. Wohlbruck, here
D. Gallen, here
STV, Reading, Inc., Mike Parker, here, 2 Partel, Inc. ballots

The ballots were issued.

Dr. Clymer asked the Chairman to read the nominees again.

Mike Parker read the nominees:

(Dr. Clymer
Reverend Frank McCracken
Judge Mikki Rose
Irvin Cohen
Ben Bowers
Mike Parker

Mike Parker continued by stating that he was "the most controversial figure" of the nominees.

Mr. Schlagel announced that the Board of Directors meeting scheduled for 7:00 PM was due to commence.

A Shareholder asked if there was a Board of Directors meeting about to begin.

Jack Linton asked Mike Parker to state the purpose of an individual's presence in the front row.

Mike Parker stated that it was Jeffrey L. Schulte from Schnader, Harrison, Segal & Lewis. Mike Parker stated that Mr. Schulte was his personal attorney.

Mr. Schlagel stated that any of the Shareholders can come to the Board of Directors meeting scheduled for 7:00 PM either now or later.

At 7:00 PM, Mr. Schlagel, Jack Linton, and Tony Destachio left for another office located in the building to conduct the Board of Directors meeting.

Mike Parker began to inform Shareholders about the background of his contract. He stated that after he came to R.B.I., he wouldn't enter into a contractual agreement unless there was a Board of Directors in place.

Tony Destachio returned to the meeting.

Mike Parker stated that he had contacted a number of the Shareholders to ask if they wanted to serve on the Board of Directors. Mike Parker stated that Irv Cohen had turned him down, but that Dr. Clymer had agreed to be on the Board of Directors.

Mike Parker stated that the original Shareholders had received letters about money not being owed. Mike Parker stated that he was told this by Dr. Aurandt, as well. Mike Parker stated that money was owed. He stated that there were back taxes owed. He stated that within the last 4-5 month period, back taxes were being paid, and payment agreements were being arranged. He stated that there was even a bench warrant out for Dr. Aurandt over an unpaid tax that no one knew about. Mike Parker stated that this payment was made promptly as soon as Mike Parker was made aware of it.

Mike Parker spoke of Nelson Long, C.P.A. with Beard & Company. Mike Parker stated that Nelson Long was here at the meeting earlier, but had to leave. Mike Parker stated that Dr. Clymer had suggested that Beard & Company come on as R.B.I.'s accountants. Mike Parker stated that Beard & Company "refused" to certify anything before 1990. Mike Parker stated that "this entity ceased to exist". in terms of minutes of meetings, for about a 7-year period beginning in approximately 1982-1983.

Mike Parker stated that he came to R.B.I. and began to put together the Plan of Reorganization. At the Shareholders' meeting in August of 1989, figures were presented to the Shareholders. Mike Parker stated that at this meeting, Shareholders were given the opportunity to locate any discrepancies in the number of shares they were receiving. Mike Parker stated that Dr. Proserpi raised an objection over the \$10,000.00 which he said was owed him, and which he wanted paid back. Mike Parker stated that there was a ruling, based on a review by the Board of Directors, and the issue was settled. Mike Parker stated that the only other Shareholder who has questioned the issuance of their shares is Dr. Aurandt.

Mike Parker spoke of the formula, and the calculations for the 25 per cent at the end instead of the beginning.

Mike Parker spoke of Dr. Aurandt's \$100,000.00 loan. Mike Parker stated that the loan is "not accounted for". Mike Parker also referred to Dr. Aurandt's Founder's shares.

Mike Parker stated that he had told Dr. Aurandt that if Dr. Aurandt wanted those shares, he would have to get approval from the Board of Directors, and get the Shareholders to agree with it. Mike Parker stated that up until 2 days ago, there was still disagreement over the issue.

Mike Parker stated that the issues of disagreement are Dr. Aurandt's Founder's shares, the \$100,000.00 loan, and his salary.

Mike Parker stated that he had told the Shareholders that R.B.I. could be reorganized "quickly". Mike Parker stated that he would take part of what he termed the "blame" for it. Mike Parker stated that after he came to R.B.I., a contest was attempted, a co-op advertising venture was attempted, neither of which worked out.

Mike Parker stated that he had said the Corporation would get out of bankruptcy and move the tower. Mike Parker stated that the "real value" is in moving the tower.

Mike Parker spoke of the permits from the Federal Communications Commission and the Federal Aviation Authority, essential elements for moving the tower. Mike Parker stated that everything is in place, except for the financing.

Mike Parker spoke of the time sequence required to line up financing. Mike Parker stated that Dr. Clymer has estimated that the Corporation will have to operate one or two years out of bankruptcy before it can begin looking at moving the tower.

Mike Parker stated that he believes the viability of the Company will be "much greater" after the tower move. He stated that at this point, after the tower move has been accomplished, the Shareholders may be in a position to realize some, all, or more money than they initially invested.

Mike Parker spoke of the present downturn in the economy, and how it especially affects transactions involving broadcast properties. He stated that in any event, a station whose signal reaches all of Philadelphia will be more valuable than a station whose signal does not.

Mike Parker then began to speak of expenses.

He stated that Dr. Aurandt had brought up a point about salary and expense payments from R.B.I. to employees of Partel, Inc. Mike Parker referred to a document that called his employees "Vice-Presidents of Partel, Inc." Mike Parker stated that the

Management Services Agreement included payments of salaries and expenses to Partel, Inc. employees, but not to Partel, Inc. Officers. Mike Parker stated that they were not Officers. He stated that they acted in the capacity of Officers, but that they weren't technically Officers.

Mike Parker stated that Dr. Aurandt had "called him on the carpet" over this discrepancy. Mike Parker stated that as a result, Partel, Inc. "ate" \$27,000.00 in bills. Mike Parker stated that Dr. Aurandt was correct in his assessment.

Mike Parker further stated that there were other Partel, Inc. expenses that were questioned, and that Mike Parker wrote them off.

Mike Parker stated that as a result of expense questions, a Finance Committee was created. Mike Parker stated that Dr. Aurandt served on the Finance Committee and voted on expense issues when he was there. Mike Parker stated that there were times when Dr. Aurandt was not present at the Finance Committee meetings. Mike Parker stated that Dr. Aurandt also had the capacity to vote on financial issues when they came to the Board of Directors. Mike Parker stated that this gave Dr. Aurandt the ability to vote twice on expense and financial issues, once in the Finance Committee meetings and once in the Board of Directors meetings, which Mike Parker said that he did.

Mike Parker stated that he negotiated what he termed a "better deal" with Meridian Bank for Partel, Inc. Mike Parker referred to the agreement to loan half of Partel, Inc.'s profits to R.B.I. in order to pay the Bank loan off quicker. Mike Parker stated that the original contract had not called for Partel, Inc. to loan any of its profits to R.B.I. Mike Parker stated that Partel, Inc. would "gladly give up" this agreement with the Bank in order to keep those profits entitled to it. However, Meridian Bank wanted a guarantee on the loan.

Mike Parker stated that there is also a digest of the minutes of Board of Directors meetings available (please see attached) which lists issues that have been agreed to and signed off on.

Mike Parker spoke of the question of the 6 1/4 per cent compensation to Partel, Inc. for loaning half of its profits to R.B.I. in order to pay down the Meridian Bank loan. Mike Parker stated that this, in effect, will tie up Partel Inc.'s money for 15 years. He stated that R.B.I. is trying to finance the tower site, which means that Partel, Inc. is making a "long-term investment" in the Company.

Mike Parker stated that all members of the Board of Directors signed that agreement, and referred Shareholders to Exhibit B of the amended Plan of Reorganization (please see attached). Mike Parker stated that if this constituted what he termed a "bad deal", it didn't provide sufficient time to cancel the contract.